

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
 :
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
 :
Debtors. : **(Jointly Administered)**
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**ORDER GRANTING DEBTORS' TWO
HUNDRED FIFTY-FOURTH OMNIBUS
OBJECTION TO CLAIMS (EMPLOYMENT-RELATED CLAIMS)**

Upon the two hundred fifty-fourth omnibus objection to claims, dated February 7, 2012 (the "Debtors' Two Hundred Fifty-Fourth Omnibus Objection to Claims"),¹ of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 502 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007 of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664], seeking the disallowance and expungement of the Employment-Related Claims on the basis that the Debtors have no liability for such claims or seeking to reclassify the Employment-Related Claims as a common equity interest, all as more fully described in the Debtors' Two Hundred Fifty-Fourth Omnibus Objection to Claims; and due and proper notice of the Debtors' Two Hundred Fifty-Fourth Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief requested in the Debtors' Two Hundred Fifty-Fourth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Debtors'

¹ Terms not defined herein shall have the same meaning ascribed to them in the Debtors' Two Hundred Fifty-Fourth Omnibus Objection to Claims.

Two Hundred Fifty-Fourth Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Debtors' Two Hundred Fifty-Fourth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit 1 annexed hereto are disallowed and expunged in their entirety with prejudice; and it is further

ORDERED that the claims listed on Exhibit 2 annexed hereto under the heading "*Claims to be Reclassified*" have the same priority as, and no greater priority than, common stock interests in LBHI; and it is further

ORDERED that pursuant to section 502(b) of the Bankruptcy Code, the portions of the Employment-Related Claims listed on Exhibit 3 annexed hereto under the heading "Amount to be Disallowed" are disallowed and expunged in their entirety with prejudice; and it is further

ORDERED the portions of the Employment-Related Claims listed on Exhibit 3 annexed hereto under the heading "Amount to be Reclassified as Equity Interest" are reclassified as equity interests having the same priority as, and no greater priority than, common stock interests in LBHI; and it is further

ORDERED that the Debtors have adjourned to April 26, 2012 (or as may be further adjourned by the Debtors) the hearing on the Two Hundred Fifty-Fourth Omnibus Objection to Claims with respect to the claims listed on Exhibit 4 annexed hereto; and it is further

ORDERED that the Debtors' Court-appointed claims agent is authorized to modify the claims register to reflect this order; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object and defend on any basis are expressly reserved with respect to any claim listed on Exhibit A, Exhibit B, Exhibit C, and Exhibit D annexed to the Debtors' Two Hundred Fifty-Fourth Omnibus Objection to Claims that is not listed on Exhibit 1, Exhibit 2, Exhibit 3, or Exhibit 4 annexed hereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
March 22, 2012

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge